

DEC 29 '08

10-30 AM

SURFACE TRANSPORTATION BOARD

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December 29, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale, dated as of December 26, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Assignment and Assumption Agreement being filed with the Board under Recordation Number 27772.

The name and address of the party to the enclosed document are:

Seller: JAIX Leasing Company
Two North Riverside Plaza, Suite 1250
Chicago, IL 60606

[Buyer: Wells Fargo Equipment Finance, Inc.
d/b/a Midwest Railcar Capital Equipment Company
4949 Autumn Oaks Drive
Maryville, IL 62062]

Anne K. Quinlan, Esquire
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A description of the railroad equipment covered by the enclosed document
is:

125 railcars: GLFX 8001 - GLFX 8125.

A short summary of the document to appear in the index is:

Bill of Sale.

Also enclosed is a check in the amount of \$41.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', followed by a horizontal line.

Robert W. Alvord

RWA/sem
Enclosures

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SURFACE TRANSPORTATION BOARD

BILL OF SALE

JAIX LEASING COMPANY, a Delaware corporation (the "Company"), in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, from Wells Fargo Equipment Finance, Inc. d/b/a MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY, a Minnesota corporation (the "Buyer"), hereby grants, sells, assigns, conveys, transfers, delivers and sets over unto the Buyer all of the Company's right, title and interest in and to the railroad units of rolling stock identified in Schedule 1 attached hereto and made a part hereof (the "Equipment").

This Bill of Sale is being delivered in connection with the Purchase Agreement between the Company and Buyer dated as of December 22, 2008 (the "Agreement"). EXCEPT FOR THE WARRANTY OF TITLE SET FORTH IN THIS BILL OF SALE AND THE REPRESENTATIONS AND WARRANTIES OF THE COMPANY AS TO TITLE TO THE EQUIPMENT SET FORTH IN THE AGREEMENT, THE EQUIPMENT IS BEING SOLD TO BUYER BY THE COMPANY "AS-IS" "WHERE-IS", WITHOUT ANY OTHER REPRESENTATIONS AND WARRANTIES, WHETHER WRITTEN, ORAL OR IMPLIED, AND THE COMPANY SHALL NOT, BY VIRTUE OF HAVING SOLD THE EQUIPMENT HEREWITH, BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE, OPERABILITY, DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT.

The Company hereby warrants that it has and does hereby convey to Buyer good and marketable title to the Equipment free from all liens, claims and encumbrances, except for (i) the Lease (as defined in the Agreement); (ii) liens, claims and encumbrances created or incurred by Buyer or by persons claiming by, through or under Buyer; or (iii) liens, claims and encumbrances permitted by the Lease.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Company has caused this Bill of Sale to be duly executed by its officer thereunto duly authorized as of this 26th day of December, 2008.

JAIX LEASING COMPANY

By: Theodore W. Baun
Theodore W. Baun
Vice President

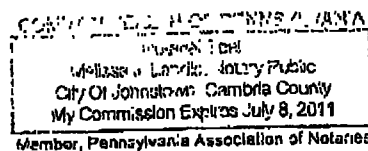
STATE OF Pennsylvania)
CITY/COUNTY OF Cambria) SS:

On this 26th day of December, 2008, before me, a Notary Public of the City/County and State aforesaid, personally appeared Theodore W. Baun, to me personally known, who being by me duly sworn, says that he is the Vice President of JAIX LEASING COMPANY, a Delaware corporation, that the seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal

Melissa A. Landis
Notary Public

My commission expires: 7-8-2011



**SCHEDULE 1
TO THE BILL OF SALE
DATED AS OF DECEMBER 26, 2008**

Description	Number of Cars	Car Marks and Numbers
Rotary Aluminum AutoFlood III™ newly manufactured inclusive) in 2008 by Freight Car America	125	GLFX 8001 - GLFX 8125 (both

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

12/29/08



Robert W. Alvord